

# EXHIBIT D

**DATED 28 NOVEMBER 2014**

**OPPORTUNITY UNIQUE FUND INC.**

(the "Fund")

**OPPORTUNITY GESTÃO INTERNACIONAL DE RECURSOS LTDA.**

(the "Investment Manager")

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**INVESTMENT MANAGEMENT AGREEMENT**

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## **2. APPOINTMENT AND DUTIES OF THE INVESTMENT MANAGER .....**

**THIS AGREEMENT** is made on 28 November 2014

## BETWEEN

**OPPORTUNITY UNIQUE FUND INC.**, a company incorporated in the British Virgin Islands, the registered office of which is at Craigmuir Chambers, P.O.Box 71, Road Town, Tortola, British Virgin Islands (the "Fund"); and

**OPPORTUNITY GESTÃO INTERNACIONAL DE RECURSOS LTDA.**, a company incorporated under the laws of Brazil whose principal office is at Av. Presidente Wilson 231, 28<sup>th</sup> floor, part, Rio de Janeiro - RJ - 20030.021, Brazil (the "Investment Manager").

This image shows a portion of a film strip. The majority of the frames are completely obscured by thick black bars, indicating they have been heavily redacted or are otherwise unviewable. At the very bottom edge of the film strip, there are several small, distinct white rectangular shapes, which are likely sprocket hole covers or film edge markings.

The image consists of a dark gray background with several large, solid black rectangular blocks of varying sizes and positions. There are two prominent horizontal blocks near the top right and middle right. On the far left, there are three smaller vertical blocks stacked vertically. The overall composition is abstract and minimalist.

## **2. APPOINTMENT AND DUTIES OF THE INVESTMENT MANAGER**

2.1

2.2 The Investment Manager hereby accepts such appointment and agrees to assume the obligations set forth in this Agreement including to

A black and white photograph showing a dark, textured surface, possibly a wall or floor, with three horizontal white bars of varying lengths positioned across it. The bars are located near the top, middle, and bottom edges of the frame.

(d)

[REDACTED]

(r) on behalf of the Fund, exercise all rights, powers, privileges and other incidents of ownership or possession with respect to the Securities and other property and funds held or owned by the Fund, including without limitation the right to possess, lend, transfer, mortgage, pledge or otherwise deal in, and to secure the payment of obligations of the Fund by mortgage upon, or hypothecation or pledge of, all or part of the property of the Fund, whether at the time owned or thereafter acquired, participate in arrangements with creditors, institute and settle or compromise suits and administrative proceedings and other similar matters;

(s)

[REDACTED]

This image shows a document page where all the content has been obscured by thick black horizontal bars. There are approximately ten such bars, each covering a portion of the page. The top bar is the longest, followed by a shorter one, then a longer one, and so on, creating a pattern of alternating lengths across the page. The black bars are solid and do not allow any underlying text or images to be seen.





A vertical column of black redaction bars, each consisting of a short horizontal bar at the top and a long horizontal bar below it, covering the majority of the page height.

A vertical column of black rectangular redaction boxes of varying widths, positioned on the left side of the page. The boxes are arranged in a descending staircase pattern from top to bottom, starting with a very wide box at the top and ending with a narrow box at the bottom. Each box is approximately one-third the width of the previous one in the sequence.

A vertical column of 12 black rectangular redaction boxes of varying widths, positioned along the left margin of a page. The boxes are arranged vertically from top to bottom, with some boxes being significantly wider than others, suggesting they cover multiple lines of text.

The image consists of a series of black horizontal bars of varying lengths and positions on a white background. The bars are arranged in several distinct groups. On the far left, there is a small cluster of short bars. To the right of this, a long bar spans most of the width of the frame. Below this, another long bar is positioned. Further down, a group of bars includes a short one on the left and a longer one extending towards the right. Another long bar is located near the bottom center. The bars have a slightly irregular, stepped appearance at their ends.

The image consists of a vertical column of approximately 15 horizontal black bars of varying lengths. These bars are positioned against a white background and appear to be redacted text or sensitive information. The lengths of the bars vary, with some being relatively short and others being much longer, creating a visual pattern of horizontal lines.

